In the wake of two catastrophic Annihilation events, the Universe is in a fragile and weakened state. With the fabric of space itself damaged, anomalous fissures are beginning to appear, fissures that could crack and spread, collapsing reality and letting in things that should not exist in our dimension.

Guided by the mystical insight of the newly returned Adam Warlock, the gun-slinging Star-Lord has forged a proactive team of proven cosmic champions ready to protect the vulnerable universe and prevent any large-scale disasters from ever happening again. Together, Star-Lord, Warlock, Quasar, Gamora, Drax, Mantis and Rocket Raccoon are the...

GUARDIANS OF THE GALAXY

Discovering that Star-Lord had Mantis telepathically manipulate their minds to facilitate the formation of the Guardians, most of the group has quit. Adam Warlock and Gamora have gone to learn the secrets of the Universal Church of Truth, while Phyla-Vell and Drax have embarked on a quest to find the girl named Cammi, who was Drax's former companion.

Alerted to an emergency on Benthus Colony, Rocket Raccoon has attempted to keep the spirit of the Guardians alive by mobilizing a new roster comprised of Mantis, Groot, Major Victory and Bug, but they have already run afoul of the vicious Badoon.

And no one, it seems, knows the whereabouts of Star-Lord himself.

STAR-LORD (PETER QUILL)

ADAM WARLOCK

QUASAR (PHYLA-VELL)

GAMORA

DRAX

MANTIS

ROCKET RACCOON

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HALA, CAPITAL WORLD OF THE KREE EMPIRE.
24 HOURS AGO...
CHZZZMM
YOU LIVE A LIFE LIKE MINE, YOU END UP WITH A POCKETFUL OF REGRETS.
A GOOD REGRET GIVES A MAN CHARACTER. IF YOU ASK ME, I DIDN'T GET TO BE THIS HANDSOME AND LACONIC THROUGH CLEAN LIVING.
OF ALL MY BIG, UGLY REGRETS, MY BIGGEST AND UGLIEST IS THAT, THANKS TO ME, THE KREE EMPIRE FELL TO THE PHALANX.
I WAS THE IDIOT THAT LET THEM IN. I WAS THE JOKER THAT CONVINCED THE KREE TO LOWER THEIR GUARD AND LET THE PHALANX SUCKER-PUNCH THEM.

THAT GUILT HAS KINDA FESTERED. IT'S WHAT DROVE ME TO CREATE THE GUARDIANS.
NOW I'M MAD AS *HELL*. THE GUARDIANS CONCEPT HAS BLOWN UP ON THE LAUNCH PAD, BUT BEFORE I CAN PICK UP *THOSE* PIECES...
... MY CONSCIENCE HAS BROUGHT ME BACK TO HALA.
THE SKRULLS ARE MAKING A PLAY. THEY DEEP-INFILTRATED KNOWHERE. LORD KNOWS WHAT *ELSE* THEY'RE TRYING, BUT THE KREE ARE THEIR *OLDEST* ENEMIES.
I SENT A WARNING TO THE KREE WARNET AND GOT NO ANSWER.
I COULDN'T SAVE THEM FROM THE PHALANX, BUT I'LL BE *DAMNED* IF I LET THE KREE GET SPANKED BY THE SKRULLS *TOO*.
SO THIS IS WHAT I LOOK LIKE WHEN I'M BEING NOBLE AND HEROIC.
AND *THIS* IS WHAT I LOOK LIKE WHEN I REALIZE I'VE GOT IT ALL WRONG.
OH ******!

THERE'S ANOTHER REASON THE KREE HAVE GONE QUIET.
DAN ABNETT and ANDY LANNING
WRITERS
BRAD WALKER
PENCILLER
WILTON DILLON
INKER
WIL QUINTANA
COLORIST
VC'S JOE CARAMAGNA
LETTERER
CLINT LANGLEY
COVER ARTIST
MICHAEL HORNISTER
ASST. EDITOR
NICK LOWE
EDITOR
JOE QUESADA
EDITOR IN CHIEF
DAN BUCKLEY
PUBLISHER
PAST MISTAKES

THE BABEL SPIRE.
YOU MANIACS WENT AND REBUILT IT.
WE RECEIVED YOUR WARNING.
AND YOU CHOSE TO IGNORE IT?
IT IS EXTRAORDINARILY ARROGANT OF YOU TO ASSUME THAT THE KREE WOULD NEED YOUR HELP TO DEAL WITH A FEW SKRULLS.
EARTH WAS THEIR PRINCIPAL TARGET. THEY DEPLOYED AGENTS ON HALA TO PREVENT US FROM INTERVENING ON THE TERRANS' SIDE.
WE FOUND THEM AND WE EXECUTED THEM.
AND A SIMPLE MESSAGE WOULD HAVE KILLED YOU?
"DEAR STAR-LORD, THANKS FOR THE WARNING, BUT EVERYTHING'S COOL, SINCERELY, RONAN THE ACCUSER"?
I DON'T OWE YOU ANYTHING. YOU LET THE PHALANX IN.
OH YEAH, BRING THAT UP.
THE KREE PEOPLE MAY REGARD YOU AS A HERO FOR THE WAY YOU FOUGHT DURING THE PHALANX WAR, BUT I HAVE NOT FORGOTTEN WHAT YOU DID.
WHATEVER.
YOU WANT TO EXPLAIN THAT TO ME?

SINCE THE CONQUEST, WE HAVE BEEN *WEAK*. PHALANX SPIRE SHIELD TECHNOLOGY OFFERS US *PROTECTION*.
WE CAN ISOLATE OURSELVES FROM THE REST OF THE GALAXY WHILE WE *REBUILD*.
THE FACT THAT WE CAN POWER THE SPIRE WITH THE BODIES OF OUR ENEMIES IS MERELY A *BONUS*.
SPIRE TECHNOLOGY IS TOO *DANGEROUS* TO USE, RONAN. THE FABRIC OF SPACE IS UNSTABLE. YOU COULD RIP IT RIGHT OPEN.
DO I *LOOK* LIKE I CARE?
SHUT THE SPIRE DOWN, ACCUSER. SHUT IT DOWN, OR THE GUARDIANS WILL SHUT IT DOWN *FOR* YOU.
THE GUARDIANS? YOUR GUARDIANS OF THE GALAXY?
I'VE HEARD *SO* MUCH ABOUT THEM. WHERE *ARE* THEY?
THEY--
I DECIDED I COULD HANDLE THIS *ALONE*.
BAD DECISION.

ZZAP
CHKOOW
WHAK

I AM AN ACCUSER.
AND YOU...THE KREE SCIENTISTS STRIPPED YOU OF ALL YOUR POWERS AND IMPLANTS WHEN THEY PREPARED YOU TO INFILTRATE THE PHALANX.
DO YOU HAVE ANY COMPREHENSION OF HOW OUTCLASSED YOU ARE?
GHHK! Y-YEAH.
B-BUT I MADE YOU BREAK A SWEAT.
GULHHH!

PETER JASON QUILL...
...I ACCUSE YOU OF CRIMES AGAINST THE KREE EMPIRE. I ACCUSE YOU OF AIDING AND ABETTING THE ENEMIES OF THE KREE EMPIRE.
THE SENTENCE IS BANISHMENT.
CAST HIM INTO THE ZONE.
ACCUSER, COULD WE NOT JUST FEED HIM TO THE SPIRE?
HE HAS TOO MANY ADMIRERS. I WILL NOT HAVE HIM BECOMING A RALLYING FIGURE FOR UNREST.
NOT NOW, WHILE THE DRUMS OF WAR BUILD.
BESIDES, IF ANY OF HIS "GUARDIANS" COME LOOKING FOR HIM...

"... I WANT HIM TO HAVE *VANISHED* WITHOUT A TRACE."
EEAAAARRRGHHHH!
UGHNN!
OWWW... OW...WHERE THE *HECK*...
PETER QUILL AS I LIVE AND BREATHE.
W-WHO'S THERE?

!@#$%!
BLASTAAR?!
KING BLASTAAR, IF YOU PLEASE.
WELCOME TO THE NEGATIVE ZONE.

BEITHUS COLON...
CALISTO SECTOR...
NOW...
THE NAME'S RACCOON. ROCKET RACCOON.
THIS IS ME AND THE GUARDIANS OF THE GALAXY GETTING OUR FACES PUSHED IN IT BY SOMETHING CALLED THE MONSTER OF THE BADOON, TOGETHER WITH A BUNCH OF MEAT-TROOPS CALLED ZOMS.
(BTW--I'M THE HOT ONE WITH THE BUTTON NOSE AND THE WHISKERS TO DIE FOR.)
YOU KNOW WHAT I'M THINKING?
YES. YOU'RE THINKING "WHAT WOULD STAR-LORD DO"?
I'M THINKING, "WHAT WOULD STAR-LORD DO"?

GO IN WITH--
:TIK!:--A PLAN? HAVE THE FIRST CLUE? BE ABLE TO LOCATE HIS OWN BACKSIDE WITH BOTH HANDS, A FLASHLIGHT AND A--:TIK!:--SET OF WRITTEN INSTRUCTIONS?
OH, COME ON, BUG. I THOUGHT YOU'D MET STAR-LORD.
HA HA. SO WHERE IS--:TIK!:--QUILL, ANYWAY?
I THINK HE QUIT ALONG WITH THE OTHERS.
HE WHAT? WHAT? YOU--:TIK!:--NEVER TOLD ME THAT WHEN YOU ASKED ME TO JOIN, ROCKET!
NEVER MIND THAT! ISSUES, YOU SAID!
WELL THANK YOU SO MUCH, MAJOR VICTORY!
WE WERE KINDA KEEPING THE "EVERYONE ELSE QUIT" VIBE ON THE G.T. UNTIL BUG WAS FULLY TEAM-INTEGRATED.
SORRY. I JUST ASSUMED YOU WANTED TO AVOID ANY MORE DECEPTION LIKE THE MANTIS-BRAINWASHING-EVERYONE THING.
THE--:TIK!:--WHAT?
NEVER MIND THAT! PAY ATTENTION!
WHAT HAVE YOU GOT, MANTIS?

IN FIVE POINT TWO SECONDS, A POSITIVE SWING IN OUR FORTUNES WILL BE SIGNALED BY THREE WORDS.
WHAT THREE WORDS? "WE ARE LEAVING"!?
NO...
"HERE COMES PETER?"
I AM GROOT!
YOU KNOW, FOR A TREE, HE'S GOT A BEAUTIFUL RIGHT HOOK.

ATTENTION! WHY HAVE YOU INTERFERED WITH OUR ACTIVITIES?
THE BADOON WANT TO TALK.
YEAH, NOW THAT WE'VE---?TIK!---BROKEN THEIR MONSTER.
BADOON! SHOW YOURSELVES!
WE CHOOSE NOT TO. YOU ARE NOT FIT TO GAZE UPON THE BEAUTY OF THE BADOON.
WHY HAVE YOU RUINED OUR WEAPONS TEST?
WEAPONS TEST? THIS WAS A TEST?
A LEGITIMATE AND SCHEDULED EVALUATION OF MILITARY TECHNOLOGIES.
AGAINST LIVE TARGETS? AGAINST A PEACEFUL COLONY WORLD?
HOW ELSE SHOULD WEAPONS BE TESTED EXCEPT AGAINST LIVE TARGETS?
YOU PEOPLE ARE MONSTERS.
I TOLD YOU.
UNLESS YOU WANT A REAL FIGHT, BADOON, YOU'D BETTER LEAVE. NOW.
WHY?
BECAUSE THIS WORLD IS NOW UNDER THE PROTECTION OF THE GUARDIANS OF THE GALAXY.
RA-CHAK!

FEARFUL FOE MAJOR MISTERY
VANCE ASTRO TIME-DEPLASTED
HUMAN, COMBAT GENIUS!
THE BADOON REMOVED THEIR WAR FACTORIES FROM BENTHUS WITHOUT ANOTHER WORD.
I WANTED TO PURSUE THEM, BUT THERE WERE TOO MANY LOCAL CASUALTIES DESPERATE FOR OUR HELP.
I DON'T KNOW WHAT KIND OF TIME I'VE ENDED UP IN, BUT YOU'VE GOT TO START TAKING THE BADOON SERIOUSLY.
ANOTHER FEW YEARS, A DECADE TOPS, AND THEY'RE GOING TO MAKE EVERY OTHER THREAT YOU'VE EVER FACED LOOK LIKE KIDS STUFF.
THE NEGATIVE ZONE...
BLASTAAR. HE'S ALL KINDS OF BAD NEWS.
GNNR!
RAAGH!
NUTJOB. BESIDES VIRTUALLY INDESTRUCTIBLE PSYCHO.
LIKE BAD OLD ANNIHILUS, BLASTAAR IS A NEGATIVE ZONE POTENTATE WHO LIKES TO INCLUDE "CONQUEROR!" AND "COSMIC PAIN IN THE ASS" ON HIS RESUME.
WE'VE NEVER BEEN WHAT YOU'D CALL CLOSE.

FROM WHERE I'M STANDING, THE FRYING PAN'S LOOKING AWFULLY INVITING.
SHRAKK
AUGHHH!
OH, DID I MENTION HE CAN BLAST KINETIC FORCE FROM HIS HANDS LIKE A LIVING BOMB?
IF THAT'S NOT HOW HE GOT HIS NAME, I DON'T KNOW WHAT HIS FOLKS WERE THINKING.
AND THAT, MY SUBJECTS, IS WHY I AM FIT TO BE KING AND PRINCE GRONCH HERE IS A WITLESS FOOL TO CHALLENGE ME.
THAT CONCLUDES TODAY'S COUNCIL AGENDA.
ANY OTHER BUSINESS?
WE'VE GOT A REAL MESSY HISTORY, YOU AND ME.
YOU SHOULD JUST KILL ME, 'CAUSE IF I GET FREE, I AIN'T GONNA HESITATE TO KILL YOU, BLASTAAR.
KING BLASTAAR, IF YOU PLEASE.
THIS IS THE NEGATIVE ZONE. YOU COULD PAINT YOUR BUTT PURPLE AND DECLARE YOURSELF GOD OF THE UNIVERSE, AND NO ONE WOULD CARE.
BUT I AM KING. I BEAR FULL SOVEREIGNTY, AS GRANTED TO ME BY THE KREE EMPIRE, TO RULE THE NEGATIVE ZONE AT ITS BEHEST

WHAT? WAIT! WHAT?
THE ACCUSER MADE YOU A CLIENT KING? YOU'RE HIS MUSCLE HERE? HIS LOCAL ENFORCER?
KING, IF YOU PLEASE. THE KREE NEEDED SOMEONE TO KEEP THE NEGATIVE ZONE IN LINE. IT WAS THE OBVIOUS CHOICE TO REPLACE ANNIHILUS.
THEY ASSISTED WITH MY ASCENDANCY, AND THEY SPONSOR MY REGIME WELL ENOUGH TO KEEP THE MOST TROUBLESOME UNDER-KIN QUIET.
EXCEPT FOOLS LIKE GRONCH HERE.
RONAN'S THE FOOL. YOU MAKE A SKRULL LAWYER LOOK TRUST-WORTHY.
YOU'LL TURN ON HIM.
OF COURSE. IN TIME. I KNOW THAT. HE KNOWS IT.
FOR NOW, THE ARRANGEMENT WORKS.
GREAT. THE NEGATIVE ZONE HAS MILITARIZED AGAIN. THAT'S ALL WE NEED.
YOU WERE A SPECIALIST ADVISOR TO THE KREE, QUILL. YOU HAVE SKILLS I NEED.
I'M NOT LOOKING FOR WORK.
I'M NOT ASKING YOU, I'M TELLING YOU.

DYATOM SHRINE, OUTPOST OF THE UNIVERSAL CHURCH OF TRUTH...
KREESH
K-TOOM

IS HE BEATEN?
HE'S BEATEN, GAMORA.
IS HE STAYING BEATEN, OR SHOULD I CROP SOME OF HIS LIMBS AS AN INDUCEMENT?
HE'S STAYING BEATEN.
AREN'T YOU?
P-PLEASE...
WHAT'S YOUR NAME?
AROKINE.
WELL, CARDINAL AROKINE, I WANT YOU TO DO SOMETHING FOR ME.
I WANT YOU TO CONVEY A MESSAGE FROM ME DIRECTLY TO THE HOLY MATRIARCH.
TELL HER, IT IS TIME SHE AND ADAM WARLOCK MET FACE-TO-FACE.

THE NEGATIVE ZONE...
THERE, QUILL.
GET ME IN THERE.
WHAT THE D'AST IS THAT?
MY SPIES TELL ME IT'S CALLED 42.

AN INTERDIMENSIONAL JAIL THAT THE EARTHMEN BUILT TO *CAGE* THEIR SUPER-POWERED MISFITS.
MY GOD! I HEARD RUMORS OF A PLACE LIKE THAT.
IT IS ALSO A POTENTIAL *GATEWAY*.
YOU WILL *OPEN* IT FOR ME.
I WHAT?
OH, YEAH, *SURE*, BLASTAAR! LIKE I'M GOING TO HELP *YOU*.
KING, IF YOU PLEASE. AND *YES*, YOU *ARE* GOING TO HELP ME.
WE'RE GOING TO INVADE EARTH.

NEXT: NO ESCAPE!